

State of New Hampshire

Department of State

OFFICE OF SECRETARY OF STATE

CERTIFIED COPY

I, David M. Scanlan, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of AMENDMENT(06/28/2002), BUSINESS FORMATION(12/28/1992) as a New Hampshire Nonprofit Corporation of CATHOLIC MEDICAL CENTER PHYSICIAN PRACTICE ASSOCIATES as filed in this office and held in the custody of the Secretary of State. Documents may be subject to redactions according to New Hampshire RSA 91A.

Business ID: **183749**

Certificate Number: **4623379**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 2nd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "D. Scanlan", written over a large, stylized flourish.

David M. Scanlan

Deputy Secretary of State

Recording Fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides

Form No. NP 3
RSA 292:5 & 7

FILED

JUN 28 2002

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

**AFFIDAVIT OF AMENDMENT
AND RESTATEMENT
OF
ARTICLES OF AGREEMENT OF
CATHOLIC MEDICAL CENTER
PHYSICIAN PRACTICE ASSOCIATES
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, Alyson Pitman Giles, the undersigned, being the Secretary (Note 2) of Catholic Medical Center Physician Practice Associates, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a meeting was held on April 25, 2002, in Manchester, New Hampshire (Note 3), for the purpose of amending and restating the articles of agreement and the following amendment(s) were unanimously approved by the ~~corporation~~ Board of Directors of the Corporation.

Articles 2 through 10 of the Articles of Agreement shall be replaced by Articles II through XI as set out hereinafter.

I hereby further certify that after such amendment, the articles of agreement shall read as follows:

ARTICLE I

The name of this corporation shall be CATHOLIC MEDICAL CENTER PHYSICIAN PRACTICE ASSOCIATES.

ARTICLE II

The object for which the Corporation is established is:

- A. To coordinate the provision of physician and hospital care to persons resident in the service area of Catholic Medical Center and to improve the quality, accessibility and cost-effectiveness of such care.
- B. To initiate, develop and carry out other programs for the benefit of, to perform the functions of or to carry out the purposes of CMC Healthcare System, Catholic Medical Center and other tax exempt, publicly supported health care providers of which CMC Healthcare System is the sole member.
- C. To engage, subject to the provisions of Article VII, below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

AFFIDAVIT OF AMENDMENT OF
ARTICLES OF AGREEMENT OF
CATHOLIC MEDICAL CENTER
PHYSICIAN PRACTICE ASSOCIATES
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(Cont'd)

Solely in furtherance of those purposes that qualify the Corporation as exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or any successor provision, this Corporation is authorized to undertake the following activities:

To conduct the businesses and activities authorized hereby in such place or places as it may by its Board of Directors choose and determine, and in that regard to apply for, procure and execute such authorizations, forms, documents and writings, and to pay such fees or charges, as may be necessary under the applicable law of any jurisdiction to the conduct of the Corporation's business therein;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, turn to account or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of capital of the Corporation;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description, including contracts of guaranty and suretyship;

To lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds to loaned or invested; but not to engage in a small loan business;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, lease, exchange, convey, mortgage or otherwise dispose of lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

To pay pensions and establish and carry out pension, profit-sharing, retirement, benefit, incentive and commission plans, trusts and provisions for any or all of its employees, and to provide insurance for its benefit on the life of any of its employees;

To acquire by purchase, subscription or otherwise and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations;

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To execute guarantees of indebtedness of any of its affiliated non-profit corporations which are also qualified as organizations exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as from time to time required by bondholders, banks or lending institutions;

To aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the Corporation, or in which the Corporation is in any way interested; and to do any and all other acts and things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, and while the owner of any such stock, bonds or other obligations, to exercise all the rights, powers and privileges of ownership therefor, and to exercise any and all voting powers thereon;

To indemnify and reimburse officers, directors, employees and agents of the Corporation for such costs, expenses and liabilities as may be sustained by such indemnified parties as a consequence of their relationship with the Corporation; provided, however, that the person to be indemnified shall not have been finally adjudged by a court or agency of competent jurisdiction not to have acted in good faith and the reasonable belief that his or her action or failure to act was in or not opposed to the best interests of the Corporation;

To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Agreement, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of New Hampshire upon a voluntary corporation organized under the provisions of Revised Statutes Annotated of New Hampshire, Chapter 292, as amended, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden of any organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or any successor provision, which would threaten the Corporation's tax exempt status.

ARTICLE III

The sole member of the Corporation shall be CMC Healthcare System which shall possess such reserved powers as are set forth in Article IX hereof.

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ARTICLE IV

The provisions for the disposition of the corporate assets in the event of dissolution of the corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to Catholic Medical Center. If Catholic Medical Center no longer exists or is not an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), then such remaining assets, if any, shall be distributed to CMC Healthcare System. Finally, if neither Catholic Medical Center or CMC Healthcare System exist or are not organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to the Roman Catholic Bishop of Manchester. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The principal office of the Corporation shall be at 100 McGregor Street in the City of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE VI

The amount of capital stock, if any, or the number of shares is: None.

ARTICLE VII

1. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code.

ARTICLE VIII

The procedures and polices for the internal governance of the Corporation shall be as set forth in the By-Laws.

ARTICLE IX

Each of the following actions shall be approved by a majority vote of the members of the Board of Governors of the Sole Member:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;
2. Any change in the mission, objectives or purposes of the Corporation or its ethical and religious standards;
3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of \$1 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$1 million;
4. The appointment of each director of the Corporation;
5. The removal of any director of the Corporation;
6. Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of the Corporation to any person or entity;

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7. Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and

8. The dissolution or liquidation of the Corporation.

At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of and compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

ARTICLE X

The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

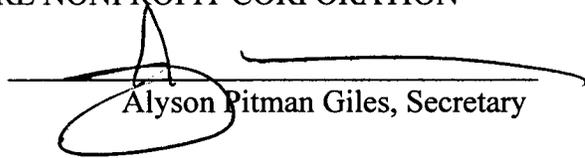
ARTICLE XI

The provisions eliminating or limiting the personal liability of directors or officers are:

Each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation or the members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

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A true record, attest:


Alyson Pitman Giles, Secretary

Date signed: June 25, 2002

- Notes:
1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Rm 204, 107 North Main Street, Concord, NH 03301-4989. File a copy with Clerk of the town/city of the principal place of business.

STATE OF NEW HAMPSHIRE

ARTICLES OF AGREEMENT

OF

CATHOLIC MEDICAL CENTER PHYSICIAN PRACTICE ASSOCIATES
A NEW HAMPSHIRE NONPROFIT CORPORATION

FILED

DEC 28 1992

**WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE**

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

ARTICLE 1.

The name of the Corporation shall be: Catholic Medical Center Physician Practice Associates.

ARTICLE 2.

The object for which the Corporation is established is:

(a) To coordinate the provision of physician and hospital care to persons resident in the service area of Catholic Medical Center and to improve the quality, accessibility and cost-effectiveness of such care.

(b) To initiate, develop and carry out other programs for the benefit of, to perform the functions of or to carry out the purposes of Fidelity Health Alliance, Catholic Medical Center and other tax exempt, publicly supported health care providers of which Fidelity Health Alliance is the sole member.

(c) To engage, subject to the provisions of Article 3, below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

ARTICLE 3.

The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.

No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and no member, trustee, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services rendered in effecting one or more of the Corporation's purposes.

No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall

not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Agreement, the corporation shall not conduct any activities not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2) of the Code.

Persons of any race and of either sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race or sex in administering its policies and programs.

ARTICLE 4.

The provisions for disposition of the corporate assets in the event of dissolution of the Corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement, or other governing document) to Fidelity Health Alliance provided that Fidelity Health Alliance shall at such time qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code. If Fidelity Health Alliance is not so qualified or if Fidelity Health Alliance is not in existence at that time, then all of the Corporation's remaining assets shall be distributed to one or more charitable, scientific or educational organizations located in New Hampshire and qualified as exempt from federal income tax under Section 501(c)(3) of the Code, in such proportions and for such exclusively charitable, scientific or educational purposes as the Board of Trustees or a court of competent jurisdiction may determine.

ARTICLE 5.

No trustee or officer of the Corporation shall be personally liable to the Corporation or its Member for monetary damages for breach of fiduciary duty as a trustee or officer, or both, except with respect to: (i) any breach of the trustee's or officer's duty of loyalty to the Corporation or its Member, (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the trustee or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of the Articles of Agreement by the Member of the Corporation shall apply to or

have any effect on the liability or alleged liability of any trustee or officer of the Corporation for or with respect to any acts or omissions of such trustee or officer occurring prior to such amendment, modification or repeal.

ARTICLE 6.

The address at which the business of the Corporation is to be carried on its:

100 McGregor Street, Manchester, New Hampshire and the name of its initial registered agent at such address is Sylvio Dupuis.

ARTICLE 7.

The amount of capital stock, if any, or the number of shares is: None. The sole member is Catholic Medical Center.

ARTICLE 8.

No approval, license or permit from another New Hampshire agency, board or commission is required prior to receiving a Certificate of Incorporation from the Secretary of State.

ARTICLE 9.

The number of directors constituting the initial board of directors of the Corporation is: ten (10).

ARTICLE 10.

The signatures and post office addresses of each of the persons associating together to form the Corporation are:

Signature and Name

Post Office Address

1. 
Signature

457 Coolidge Ave Manchester NH 03109
Street

Sylvio L. Dupuis, OD
Name

City/Town State Zip

2. 
Signature

12 Heartside Circle
Street

Mark J. Marosits
Name

Barrford NH 03110
City/Town State Zip

3. 
Signature

40 Castle Drive
Street

M. Judith Porelle
Name

Hooksett N. H 03106
City/Town State Zip

4. Maurice G. Pratte
Signature

115 SEVENTH AVE MANCHESTER NH
Street 03104

Maurice G. Pratte
Name

City/Town State Zip

5. [Signature]
Signature

115 Main St
Street

Robert Gundersen
Name

Kipton NH 03848
City/Town) State Zip

City Clerk's Office, City of Manchester, Received and recorded this 24th day of December, 1992.

Linda C. Ralston Deputy
City Clerk's Signature

Linda C. Ralston Deputy
City Clerk's Name

4901j